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**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	
	)	
	)	Chapter 11
CALPINE CORPORATION, et al.,	)	
	)	Case No. 05-60200 (BRL)
Debtors.	)	Jointly Administered
	)	

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**DEBTORS' ADDITIONAL DESIGNATION OF THE RECORD ON APPEAL FROM  
FINAL ORDERS OF THE UNITED STATES BANKRUPTCY COURT FOR THE  
SOUTHERN DISTRICT OF NEW YORK**

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Pursuant to Federal Rule of Bankruptcy Procedure 8006, the Debtors by and through their counsel, Kirkland & Ellis LLP, hereby submit their additional designation of the record on appeal in connection with the Notice of Appeal filed by Elias A. Felluss (Docket No. 7504) and the Statement of Issues and Designation of the Record that Mr. Felluss has filed in the above-captioned proceedings (Docket No. 7577).

### **PROCEDURAL BACKGROUND**

This appeal is related to (1) the appeal filed on January 19, 2008 by Compania Internacional Financiera, S.A., Coudree Global Equities Fund, Standard Bank of London, and Leonardo Capital Fund SPC (collectively, the “Compania Appellants”); and (2) a separate appeal filed on January 28, 2008 by David Flair, Avram Ninyo and Merle Root (collectively, the “Flair Appellants”). All three appeals seek to challenge Bankruptcy Court orders and rulings relating to the Debtors’ Sixth Amended Joint Plan of Reorganization, which was confirmed by the Bankruptcy Court on December 19, 2007, and has now gone effective.

On January 25, 2008, the Compania Appellants filed an emergency motion with this Court seeking to expedite their appeal and requesting a stay pending appeal. On January 31, 2008, the Flair Appellants filed a motion to consolidate the appeals and to join the Compania Appellants’ emergency motion to expedite and request for a stay pending appeal. Mr. Felluss filed a notice of appeal on January 28, 2008, but did not move to join in the Compania Appellants’ stay motion or to consolidate his appeal.

The Compania Appellants’ emergency motion and the Flair Appellants’ motion to consolidate and for joinder were both assigned to the Honorable Laura T. Swain, who held an on-the-record hearing on February 1, 2008. After a lengthy oral argument, Judge Swain announced her decision from the bench and entered an order ruling on the pending motions. (Copies of Judge Swain’s order and ruling are attached as Exhibits A and B.) In her order, Judge Swain granted the motion to consolidate the related Compania and Flair appeals, and granted the Flair Appellants’ joinder request. For reasons stated on the record, Judge Swain denied the emergency motion to expedite and request for a stay pending appeal.

**ADDITIONAL DESIGNATION OF THE RECORD ON APPEAL**

In his Statement of Issues and Designation of Record, Mr. Felluss has not designated any items from the record, choosing instead merely to discuss the issues he believes require adjudication on appeal. Because this case challenges the same underlying Bankruptcy Court orders and is directly related to the appeals filed by the Compania Appellants and the Flair Appellants; because the parties in those related appeals have designated significant portions of the record; and because this appeal is likely to be consolidated with those two other appeals, for the Court's convenience and to avoid unnecessary duplicative filings, the Debtors hereby designate the record items already designated in the two consolidated appeals filed by the Compania Appellants and the Flair Appellants.

The relevant designations can be found at Docket No. 7474 (Compania Appellants' record designations), Docket No. 7562 (Debtors' counter-designations), and Docket No. 7565 (Creditor Committee's counter-designations), and are attached as Exhibits C through E. Debtors respectfully request that all of these record materials be included in the record on appeal.

Dated: February 14, 2008  
New York, New York

Respectfully submitted,

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